

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C. 20554

In the Matter of)	
)	
INTELSAT, LTD.)	IB Docket No. 05-18
)	
Petition for Declaratory Ruling that)	
Intelsat, Ltd. Complies with Section)	
621(5)(F) of the ORBIT Act)	

To: The Commission

COMMENTS OF
NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORPORATION

Northrop Grumman Space & Mission Systems Corporation, by its attorneys and through its Northrop Grumman Space Technology sector (“NGST”), hereby offers its comments in support of the above-captioned Petition of Intelsat, Ltd. (“Intelsat”) for a declaratory ruling that Intelsat complies with Section 621(5)(F) of the Open-Market Reorganization for the Betterment of International Telecommunications Act, as amended (the “ORBIT Act”). In its December 23, 2004 Petition, Intelsat certifies, pursuant to Section 621(5)(F) of the ORBIT Act, 47 U.S.C. § 763(5)(F), that upon consummation of its previously-authorized transfer of control transaction with Zeus Holdings Limited, it will have achieved a “substantial dilution” of the aggregate amount of signatory or former signatory financial interest in Intelsat, eliminated former signatory control, and removed all intergovernmental organization ownership. Intelsat Petition, File No. SAT-PDR-20041228-00231, at 3-4. Under such conditions, Intelsat is eligible to come under the newly-enacted Section 621(5)(F)’s alternative to the requirements of Section 621(5)(A) and (B) of the Act, 47 U.S.C. §§ 763(5)(A) and (B), that the intergovernmental organizations INTELSAT and INMARSAT must convert to stock corporations – with initial public offerings of securities and shares listed for trading on one or more major stock exchanges – as one of the criteria to ensure a pro-competitive privatization.

The consummation of the transfer of control of Intelsat to Zeus Holdings Limited was announced on January 28, 2005. Intelsat is now in the hands of private owners. Moreover, it is not under the control of former INTELSAT signatories, and is free from any ownership by any intergovernmental organization ("IGO").

The drive to privatize the INTELSAT and INMARSAT IGOs was initiated just about a decade ago by many satellite industry players – including TRW Inc., NGST's predecessor in interest. Intelsat's Petition shows that the privatization process has been successfully concluded. There can be no question but that Intelsat, Ltd., like Inmarsat Group Holdings Limited ("Inmarsat") before it, has completely shed the IGO structure to the degree contemplated by the Act and is now operating as a competitive commercial entity.

Great care has been taken by the government and industry alike over many years to ensure that the former IGOs that are now Intelsat and Inmarsat can participate in the world marketplace for satellite-delivered telecommunications services on a pro-competitive basis. In this way they continue to contribute to an industry that they helped to form, rather than dominate it with an unfair advantage due to the size of their holdings and the makeup of their ownership ranks. NGST is proud to have been involved in a small way in the development of a policy objective that has been so spectacularly attained.

Respectfully submitted,

**NORTHROP GRUMMAN SPACE TECHNOLOGY
& MISSION SYSTEMS CORPORATION**

By: 

Stephen D. Baruch
Leventhal, Senter & Lerman PLLC
2000 K Street, N.W., Suite 600
Washington, D.C. 20006
(202) 429-8970


February 3, 2005

Its Attorneys

CERTIFICATE OF SERVICE

I, Rochelle D. Johnson, do hereby certify that on this 3rd day of February, 2005, I sent by U.S. first-class, postage prepaid mail, a copy of the foregoing Comments of Northrop Grumman Space & Mission Systems Corporation to the following:

Bert W. Rein, Esq.
Carl R. Frank, Esq.
Jennifer D. Hindin, Esq.
Amy E. Bender, Esq.
WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, D.C. 20006
Counsel to Intelsat, Ltd.



Rochelle D. Johnson